RESOLUTION NO. LFC-12

A RESOLUTION APPROVING THE RETENTION OF FOLGER LEVIN & KAHN AS OUTSIDE COUNSEL RELATING TO THE ENVIRONMENTAL ABATEMENT PROGRAM LITIGATION AND FURTHER APPROVING WAIVING THE JOINT REPRESENTATION CONFLICT

NOW, THEREFORE, BE IT RESOLVED that the Directors of the Lodi Financing Corporation hereby authorizes the retention of the law firm of Folger, Levin & Kahn to serve as outside counsel for the Environmental Abatement Program litigation; and

BE IT FURTHER RESOLVED that the Directors do hereby approve waiving the joint representation conflict.

Dated: June 2, 2004

I hereby certify that Resolution No. LFC-12 was passed and adopted by the Board of Directors of the Lodi Financing Corporation in a regular meeting held June 2, 2004, by the following vote:

AYES:

DIRECTORS - Beckman, Hitchcock, Howard, Land, and

President Hansen

NOES:

DIRECTORS - None

ABSENT:

DIRECTORS - None

ABSTAIN:

DIRECTORS - None

SUSAN J. BLACKSTON

Secretary